

**EXHIBIT B**

**Kirschner Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

ALEXANDER E. JONES,

Debtor.

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Chapter 11

Case No. 22-33553 (CML)

**DECLARATION OF MARC S. KIRSCHNER IN SUPPORT  
OF THE APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF ALEXANDER E. JONES TO RETAIN AN EMPLOY TENEO  
CAPITAL LLC AS FINANCIAL ADVISOR, EFFECTIVE AS OF JANUARY 19, 2023**

I, Marc S. Kirschner, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare under penalty of perjury as follows:

1. I am a Senior Managing Director at Teneo Capital LLC (together with its subsidiaries and affiliates, “Teneo”). My business address is Teneo Capital LLC, 280 Park Avenue, 4th floor, New York, NY 10017. I am authorized to submit this declaration (the “Declaration”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Alexander E. Jones (the “Debtor”) seeking approval to retain and employ Teneo as generalized financial advisor to the Committee.<sup>1</sup>

2. Neither I, Teneo nor any shareholders, officers or employees thereof, insofar as I have been able to ascertain, have any connection with the Committee, the Debtor, the Debtor’s creditors or any other parties in interest herein, their respective attorneys and accountants, the U.S. Trustee or any person employed in the office of the U.S. Trustee, except as set forth herein.

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

3. Teneo has made the following investigation of disinterestedness prior to submitting this Declaration. Teneo has undertaken a review of its conflicts database, which contains the names of clients and other parties interested in particular matters. Teneo requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to conduct a conflicts check through Teneo's database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of that conflicts database should reveal any actual or potential conflicts of interest with respect to any given representation. In particular, an employee of Teneo, under my supervision, entered the names listed on **Schedule 1**, provided to Teneo by Akin Gump (the "Interested Parties") into Teneo's conflicts database and conducted a conflicts check in that database, which review does not account for connections that concluded more than three years before the date of this Declaration.

4. Based on the results of Teneo's review, it appears that Teneo does not hold or represent any interest adverse to and has no connection, subject to the disclosures set forth below and in **Schedule 2**, with the Interested Parties in the matters upon which Teneo is to be retained in this Chapter 11 Case and is a "disinterested person" within the meaning of Bankruptcy Code section 101(14).

#### **REPRESENTATION OF PARTIES IN INTEREST**

5. Teneo represented, represents and, in the future, may represent creditors of the Debtor or other Interested Parties in connection with matters unrelated to the Debtor and this Chapter 11 Case. At this time, Teneo is not aware of any such representations except as noted in **Schedule 2**. If Teneo identifies any further such representations, Teneo shall make further disclosures as may be appropriate at that time.

6. Teneo has represented, may represent and, in the future, will likely represent debtors and creditors' committees in cases unrelated to the Debtor and this Chapter 11 Case wherein one or more of the law firms representing the members of the Committee or other parties in interest serve as or will serve as professionals to members of those committees.

7. Teneo is a "disinterested person" as that term is defined in Bankruptcy Code section 101(14) in that Teneo, its shareholders, employees and officers: (i) are not creditors of the Debtor or insiders in any of Debtor's businesses; (ii) are not and were not, within two (2) years before the Petition Date, an employee of the Debtor or a director, officer or employee of the Debtor's businesses; and (iii) do not have an interest materially adverse to the interests of the Debtor's estate or to any class of creditors, by reason of any direct or indirect relationship to, connection with or interest in the Debtor, or for any other reason.

### **PROFESSIONAL COMPENSATION**

8. In recognition of the unique and important circumstances of this Chapter 11 Case, Teneo has agreed to provide its services on a discounted hourly basis. Specifically, Teneo has agreed to discount its customary hourly rate by 30%, except for Marc S. Kirschner, Senior Managing Director, whose customary hourly rate will be discounted by 50%. Teneo has also agreed that such rates will not be subject to any periodic increases.

9. Teneo's standard hourly rates for 2023, along with the discounted hourly rates to be charged in this Chapter 11 Case, are as follows:

<b>Title</b>	<b>Standard Rates</b>	<b>Discounted Hourly Rates</b>
Senior Managing Director	\$975-\$1,300	\$650-\$683
Senior Vice President	\$725	\$508
Associate/Analyst	\$325-\$500	\$228-\$350

10. In addition to compensation for professional services rendered by Teneo personnel, Teneo will seek reimbursement for reasonable out-of-pocket expenses incurred by Teneo in connection with services provided to the Committee during the course of the Chapter 11 Case, including but not limited to, costs of travel, lodging, legal counsel, research, communications and applicable taxes and other direct expenses. The Committee will use reasonable efforts to limit Teneo's incurrence of such expenses, including, for example, reducing any travel expenses by holding meetings virtually. The Committee will also work closely with Teneo, Akin Gump and Nardello to ensure that any potential significant expenses to be incurred by Teneo are in the best interests of the Debtor's estate.

11. Teneo will make appropriate applications to the Court pursuant to Bankruptcy Code sections 330 and 331 for compensation of fees and reimbursement of out-of-pocket expenses, in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, applicable U.S. Trustee guidelines, the *Order Granting Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals*, dated January 20, 2023 [ECF No. 106] and any other applicable procedures and orders of the Court.

12. Teneo has received no retainer in this Chapter 11 Case to represent the Committee, nor has Teneo received any payment or promise of payment during the one-year period prior to the Petition Date. No compensation has been paid or promised to be paid from a source other than the Debtor's estate in this Chapter 11 Case. No promises have been received by Teneo or by its shareholders, officers or employees thereof as to compensation in connection with this Chapter 11 Case other than in accordance with the provisions of the Bankruptcy Code. Teneo has no agreement with any other entity to share with such entity any compensation received by Teneo in

connection with this Chapter 11 Case. Neither the Committee nor any of its members (or their representatives) will be liable for fees or costs incurred by Teneo in connection with the Committee's retention of Teneo in this Chapter 11 Case.

### **INDEMNIFICATION**

13. Teneo requires the Indemnification Provisions described in the Application and cannot proceed without them. Teneo requires these terms in substantially all of its engagements.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed this 17th day of February, 2023.

/s/ Marc S. Kirschner  
Marc S. Kirschner

**Schedule 1**

**Schedule of Searched Parties**

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Hensel, Jennifer  
Hockley, Nicole  
Lewis, Scarlett

Parker, Robert  
Pozner, Leonard  
Wheeler, David

**DEBTOR**

Alexander E. Jones

**OTHER POTENTIAL PARTIES IN INTEREST<sup>1</sup>**

Addshoppers, Inc.  
ADP TotalSource  
Airco Mechanical, Ltd.  
Aldenberg, William  
Ally Auto  
Ally Bank  
Amazon Marketplace/Amazon Payments, Inc.  
Amazon Web Services  
Amazon.com, Inc.  
American Express  
American Express National Bank  
American Media/Reality Zone  
Andrews, Christopher  
AT&T  
Atomial, LLC  
AWIO Web Services LLC  
Balcones Recycling, Inc.  
Barden, Jacqueline  
Barden, Mark  
Biodec, LLC  
Blott, Jacqueline  
Campco  
Chase Bank

Chelsea Green Publishing  
City of Austin  
Cloudflare, Inc.  
Coan, Richard, Chapter 7 Trustee for Debtor  
Lafferty, Erica  
Constant Contact, Inc.  
CustomTattooNow.com  
David Icke Books Limited  
de la Rosa, Veronica  
De Lage Landen Financial Services, Inc.  
Deese, Stetson  
DirectTV  
eBay  
eCommerce CDN, LLC  
Edgecast, Inc.  
Elevated Solutions Group  
EPS, LLC  
ERM Protect  
Firestick  
Frost Insurance Agency  
FW Robert Broadcasting Co.  
Getty Images, Inc.  
Gilmore, Brennan  
Gracenote

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<sup>1</sup> This category includes the list of potential parties in interest provided by the Debtor and the names of utilities and banks identified in the *Debtor's Emergency Motion for Order Under 11 U.S.C. §§ 105(a) and 366(i) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (ii) Approving Deposit Account as Adequate Assurance of Payment, and (iii) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance Payment*, dated December 21, 2022 [ECF No. 70] and the *Debtor's Monthly Operating Report for the Period Ending December 31, 2022*, dated January 24, 2023 [ECF No. 123], respectively.

Greenair, Inc.  
Haivision Network Video  
HBO Max  
Heslin, Neil  
High Gabriel Water Supply Corporation  
d/b/a Texas Water  
Hockley, Ian  
Hulu, LLC  
Impact Fire Services, LLC  
Independent Publishers Group  
Iron Mountain, Inc.  
JCE SEO  
JW JIB Productions, LLC  
KI4U.com  
Konica Minolta Premier Finance  
Lafferty, Erica  
Lair, Justin  
Lincoln-Remi Group, LLC  
LIT Industrial  
Logo It, LLC  
Lumen/Level 3 Communications  
Magento  
Marcel Fontaine (deceased)  
Microsoft Bing Ads  
Microsoft Online, Inc.  
Miller, Sean  
mongoDB Cloud  
MRJR Holdings, LLC  
Music Videos Distributors  
MVD Entertainment Group  
Netflix, Inc.  
NetSuite Inc.  
New Relic  
Newegg.com  
One Party America, LLC  
Orkin, Inc.  
Parisi, Carlee Soto  
Payarc  
Paymentus  
Perfect-Imprints.com  
Perkins, Wes  
Pipe Hitters Union, LLC  
PNC Bank  
Post Hill Press, LLC  
Poulsen, Debra  
Power Reviews, Inc.

PQPR Holdings Limited, LLC  
Precision Camera  
Precision Oxygen  
Private Jets, LLC  
Prosperity Bank  
Protection 1 Alarm  
Public Storage  
Randazza Legal Group, PLLC  
RatsMedical.com  
Ready Alliance Group, Inc.  
Reeves Law, PLLC  
Renaissance  
Restore America  
Richman, Jeremy  
Sadowksi, Christopher  
Schmidt, Robert  
Security Bank  
Security Bank of Crawford  
Sherlach, William  
Simon & Schuster  
SintecMedia NYC, Inc. DBA Operative  
Sirius XM Holdings, Inc.  
Skousen, Joel  
Skyhorse Publishing  
SLNT  
Soto, Carlos  
Soto, Donna  
Soto-Marino, Jillian  
Sparkletts & Sierra Springs  
Spectrum Enterprise aka Time Warner Cable  
Stamps.com  
Stone Edge Technologies, Inc.  
Stratus Technologies  
Studio 2426, LLC  
Synergy North America, Inc.  
TD Canada Trust  
Texas Comptroller of Public Accounts  
Texas Disposal Systems, Inc.  
Texas Gas Service  
Textedly  
The Creative Group  
The Hartford  
The Steam Team, Inc.  
Third Coast Graphics, Inc.  
Thomas, David  
Tolentino, Gabriela



Travelers  
Travis County MUD 3  
Travis County WCID 17  
Travis County, Texas  
U.S. Legal Support  
Uline Shipping Supply  
Vazquez, Valdemar Rodriguez  
Verizon Edgecast  
Verizon Wireless  
Vultr  
Waste Connections Lone Star, Inc.

Water Event – Pure Water Solutions  
Watson, Paul  
Westwood One, LLC  
Wheeler, Francine  
Willow Grove Productions  
Wisconsin Dept. of Revenue  
WMQM-AM 1600  
WWCR  
Your Promotional Products, LLC  
Zendesk, Inc.  
Zoom US

### **RELATED CASES**

Free Speech Systems, LLC  
InfoW, LLC

IWHealth, LLC  
Prison Planet TV, LLC

### **BANKRUPTCY JUDGES, US TRUSTEE & COURT STAFF (SDTX)**

Alonzo, Albert  
Bradley, David J.  
Castro, Ana  
Castro, Ruben  
Chavez, Jeannie  
Conrad, Tracey  
Do, Linh Thu  
Hansen, Darlene  
Isgur, Marvin (Judge)  
Jones, David R. (Chief Judge)

Laws, Tyler  
Lopez, Christopher (Judge)  
Miller, Elizabeth  
Norman, Jeffrey P. (Judge)  
Picota, Kimberly  
Portillo, VrianaRios, Mario  
Rodriguez, Eduardo V. (Judge)  
Saldona, Rosario

### **NOTICE OF APPEARANCE PARTIES AND/OR COUNSEL, AS OF JANUARY 29, 2023<sup>2</sup>**

Bank of America, N.A  
Haselden Farow, PLLC  
John Malone, PLLC  
Law Office of Liz Freeman  
Law Offices of Ray Battaglia, PLLC

McCarthy Holthus, LLP  
Melissa A. Haselden  
Security Bank of Crawford  
Travis County Attorney Office

### **COMMITTEE PROFESSIONALS**

Akin Gump Strauss Hauer & Feld LLP  
Nardello & Co. LLC

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<sup>2</sup> This category only includes parties that filed notices of appearance that have not been already listed under other categories.

**DEBTOR PROFESSIONALS**

Blackbriar Advisors LLC  
Crowe & Dunlevy, P.C.

Jordan & Ortiz, P.C.  
Kennerly, LLC

**COUNSEL TO THE SANDY HOOK FAMILIES**

Cain & Skarnulis PLLC  
Chamberlain Hrdlicka  
Kaster Lynch Farrar & Ball, LLP  
Koskoff Koskoff & Bieder PC  
McDowell Hetherington LLP  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
Willkie Farr & Gallagher LLP

**Schedule 2**

**Listing of Parties in Interest**

**Contract Counterparties** (within the past year):

- Amazon.com and affiliated companies
- Akin Gump Strauss Hauer & Feld LLP
- American Express and affiliated companies
- Bank of America and affiliated companies
- eBay and affiliated companies
- Getty Images
- Iron Mountain
- JPMorgan Chase & Co. and affiliated companies
- Paul, Weiss, Rifkind, Wharton & Garrison LLP
- PNC Bank and affiliates
- Renaissance Technologies LLC
- Stratus Solutions
- Verizon Communications Inc. and affiliated companies
- Waste Connections Inc and affiliated companies
- Willkie Farr & Gallagher LLP
- Zoom Video Communications, INC.